

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

(Jointly Administered)

**SECOND SUPPLEMENTAL DECLARATION OF ROGER FRANKEL UNDER
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF APPLICATION
FOR AN ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
ORRICK, HERRINGTON & SUTCLIFFE LLP AS BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN AS FUTURE CLAIMANTS' REPRESENTATIVE**

I, ROGER FRANKEL, state:

1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP ("Orrick"), and maintain an office for the practice of law at The Washington Harbour, 3050 K Street, N.W., Washington, D.C. 20007. I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and am authorized to execute this Second Supplemental Declaration on behalf of Orrick. Orrick is bankruptcy counsel to David T. Austern, the Future Claimants' Representative appointed by the Court in the above-captioned cases (the "FCR"), pursuant to an Order entered on May 8, 2006, which authorizes Orrick's employment effective as of February 6, 2006.

2. On March 9, 2006, I submitted my declaration pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Rules") in support of the Application of the FCR seeking the entry of an Order authorizing the retention and employment of Orrick as his bankruptcy counsel (the "Application") (Dkt. No. 12022). On August 1, 2006, I submitted a supplemental declaration pursuant to the Rules in support of the Application (Dkt. No. 12896).

3. Except as is otherwise provided below, the facts set forth in this declaration are based upon my personal knowledge, upon records maintained by Orrick in the ordinary course of its business, which have been reviewed by me and/or by other partners or employees of Orrick at my direction, or upon information known by other partners or employees of Orrick and conveyed to me.

4. I make this Second Supplemental Declaration out of an abundance of caution, and not because I believe the matters set forth herein are within the scope of Rules 2014 or 5002.

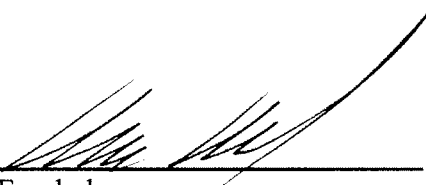
5. Zeno Baucus ("Mr. Baucus") has joined Orrick as an attorney in the Washington D.C. office. Mr. Baucus's father is Senator Max Baucus (D. Mont.). Senator Baucus' constituents include asbestos claimants residing in Libby, Montana, some of whom have appeared in these cases.

6. Although there is no conflict in connection with Orrick's employment as the FCR's bankruptcy counsel and Mr. Baucus's employment as an attorney at Orrick, as a precautionary measure, Orrick has established an ethical wall between Mr. Baucus and the Orrick lawyers and staff working on these cases. Mr. Baucus will not be involved in any matters or any discussions relating to these bankruptcy proceedings. Mr. Baucus will not be given access to any files or other information or communications relating to these bankruptcy proceedings. Further, Mr. Baucus is not to communicate to any Orrick lawyers or staff involved in these matters with respect to information he may have, if any, relating to any asbestos-related matter, including without limitation, any information concerning Libby claimants.

7. Orrick will use reasonable efforts to identify any additional relevant fact or relationship not previously disclosed. If any such fact or relationship is discovered, Orrick will, as soon as reasonably practicable, file additional supplemental declarations with the Court.

* * * * *

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.



Roger Frankel

Executed on August 21, 2006

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on August 21, 2006, I caused the *Second Supplemental Declaration of Roger Frankel Under Fed. R. Bankr. P. 2014 and 5002 in Support of Application for an Order Authorizing Retention and Employment of Orrick, Herrington & Sutcliffe LLP as Bankruptcy Counsel to David T. Austern as Future Claimants' Representative*, to be served upon those parties as shown on the attached Service List.



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